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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

north star pool tech, inc.

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ARTICLES OF INCORPORATION

OF

NORTH STAR POOL TECH, INC.

ARTICLE I- NAME

The name of the corporation is North Star Pool Tech, Inc.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

North Star Pool Tech, Inc.
15942 S.W. 138 Terrace
Miami, Florida 33196

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

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This instrument prepared by:

Richard R. Robles, Esquire
801Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131
Phone (305) 755-9200
FBN: 0088481

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ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is15942 S.W. 138 Terrace Miami, Florida 33196, and the registered agent shall be Jorge Carlos Hernandez.

ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 100 shares of $1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

President:	Jorge Carlos Hernandez
Vice President:	John W. Hensley
Treasurer:	Irene Hernandez
Secretary:	Irene Hernandez

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

Jorge Carlos Hernandez
15942 S.W. 138 Terrace
Miami, Florida 33196

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any former officer or directors, to the full extent permitted by law.

ARTICLE XII- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 12 day of October, 2001.

X ______________________
JORGE CARLOS HERNANDEZ

STATE OF FLORIDA
SS
COUNTY OF MIAMI- DADE

BEFORE ME, the undersigned authority, personally appeared Jorge Carlos Hernandez, to me well known, and known to me to be the individual described in and who executed the forgoing instrument as subscribed hereto.

WITNESS my hand and official seal this 12 day of October, 2001.

____
Notary Public, State of Florida
Printed Name: Kenneth A Schorr

My Commission expires: 10/12/05

Kenneth A Schorr
My Commission DD049046
Expires October 12, 2005

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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statues, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, North Star Pool Tech, Inc., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Jorge Carlos Hernandez,15942 S.W. 138 Terrace Miami, Florida 33196 as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent

x
JORGE CARLOS HERNANDEZ

This instrument prepared by:

Richard R. Robles, Esquire
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131

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